

**Fill in this information to identify the case**

United States Bankruptcy Court for the

Southern District of New York  
(State)

Case number (If known): Chapter 11

☐ Check if this is  
an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

**04/19**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name** Fusion Connect, Inc.

**2. All other names debtor used in the last 8 years** Fusion  
Fusion Connect  
Include any assumed names, trade names, and *doing business as* names  
Fusion Telecommunications International, Inc.

**3. Debtor's federal Employer Identification Number (EIN)** 58-2342021

<b>4. Debtor's address</b>	<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
	420 Lexington Avenue Number Street	Number Street
	Suite 1718	P.O. Box
	New York New York 10170 City State ZIP Code	City State ZIP Code
	New York County County	<b>Location of principal assets, if different from principal place of business</b>
		Number Street
		City State ZIP Code

**5. Debtor's website (URL)** www.fusionconnect.com

**6. Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above Wired Telecommunications Carriers

**B. Check all that apply:**

- ☐ Tax- entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**5171**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

MM/ DD/ YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

MM / DD/ YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ YesDebtor See Schedule 1 Relationship See Schedule 1District Southern District of New York When See Schedule 1

Case number, if known \_\_\_\_\_ MM / DD/ YYYY

List all cases. If more than 1, attach a separate list.

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other \_\_\_\_\_

**Where is the property?**

Number

Street

City

State

ZIP Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency

Contact Name

Phone

Statistical and administrative information

**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

(on a consolidated basis)

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000              | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000             | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

(on a consolidated basis)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

**16. Estimated liabilities**

(on a consolidated basis)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

Request for Relief, Declaration, and Signatures

**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 3, 2019  
MM/ DD /YYYY

x

/s/ Keith Soldan

Keith Soldan

Signature of authorized representative of debtor

Printed name

Chief Financial Officer and Principal Accounting Officer

Title

**18. Signature of attorney**

x

/s/ Sunny Singh

Date June 3, 2019

Signature of attorney for debtor

MM / DD / YYYY

Sunny Singh

Printed Name

Weil, Gotshal & Manges LLP

Firm Name

767 Fifth Avenue

Number Street

New York

City

New York

State

10153

ZIP Code

(212) 310 – 8000

Contact phone

sunny.singh@weil.com

Email address

4456349

Bar Number

New York

State

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>FUSION CONNECT, INC.</b>	:
	:
<b>Debtor.</b>	:
	:
-----X	

**Chapter 11**

**Case No. 19-[ ] ( )**

**Attachment to Voluntary Petition for  
Non-Individuals Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-32421.

2. The following financial data is the latest available information and refers to the debtor's condition on April 30, 2019.

- |  |                      |
|--|----------------------|
| a. Total assets  | <u>\$570,432,338</u> |
| b. Total debts (including debts listed in 2.c., below) | <u>\$760,720,713</u> |
| c. Debt securities held by more than 500 holders       |                      |

				Approximate number of holder
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
d. Number of shares of preferred stock				<u>15,000</u>
e. Number of shares common stock				<u>81,967,263</u>

Comments, if any:

3. Brief description of debtor's business: Fusion Connect, Inc. is a provider of integrated cloud solutions, including cloud communications, cloud connectivity, cloud computing, and business services to small, medium and large businesses.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

BCHI Holdings LLC (60.7%) and Cede & Co (26.1%)

**Schedule 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case of **Fusion Connect, Inc.**

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	JUDGE
Fusion Connect, Inc.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Telecom of Texas Ltd., L.L.P.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Communications, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion PM Holdings, Inc.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Management Services LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Bircan Holdings, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Telecom of Missouri, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Telecom of Oklahoma, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Telecom of Kansas, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Texas Holdings, Inc.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Telecom, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion CB Holdings, Inc.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Cloud Services, LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion BCHI Acquisition LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion NBS Acquisition Corp.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion Cloud Company LLC	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion MPHC Group, Inc.	19-____( )	June 3, 2019	S.D.N.Y.	Pending
Fusion MPHC Holding Corporation	19-____( )	June 3, 2019	S.D.N.Y.	Pending

**RESOLUTIONS OF THE  
OF THE RESTRUCTURING COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
FUSION CONNECT, INC.**

**June 2, 2019**

**WHEREAS**, Fusion Connect, Inc. (the “**Company**”), with the assistance of financial and legal advisors, has been conducting a review to consider and evaluate various strategic alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its subsidiaries seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), other restructuring transactions or transactions otherwise designed to address the Company’s current liquidity constraints that may be available to the Company and its subsidiaries (each such strategic alternative, a “**Transaction**”);

**WHEREAS**, the Restructuring Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company previously approved the form, terms, and provisions of, and the execution, delivery, and performance of, a restructuring support agreement (the “**RSA**”) with an ad hoc group of lenders under the First Lien Credit and Guaranty Agreement, dated as of May 4, 2018 (as amended, supplemented or otherwise modified, the “**Credit Agreement**”), holding in excess of 66 <sup>2</sup>/<sub>3</sub>% of the aggregate principal amount of the Loans (as defined in the Credit Agreement);

**WHEREAS**, the Committee has met on various occasions to review and has had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the various Transactions available to it and the impact of the foregoing on the Company’s business; and

**WHEREAS**, in connection therewith, the Committee desires to approve the following resolutions.

**NOW, THEREFORE, BE IT HEREBY**

**I. Commencement of Chapter 11 Cases**

**RESOLVED**, that, the Committee has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company to approve and authorize the filing of petitions by the Company and certain of its subsidiaries, seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and be it further

**RESOLVED**, that any officer of the Company (each, an “**Authorized Officer**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Company all petitions, schedules, motions,

lists, applications, pleadings, and other papers in the Bankruptcy Court, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the chapter 11 cases (the “**Chapter 11 Cases**”), including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and instruments in connection with the transactions and professional retentions set forth in these resolutions, with a view to the successful prosecution of the Chapter 11 Cases; and be it further

## **II. Debtor-in-Possession Financing**

**RESOLVED**, that in connection with each Chapter 11 Case, it is in the best interest of the Company and certain of its subsidiaries to engage in, and the Company and its subsidiaries will obtain benefits from, the lending transactions, under that certain superpriority secured debtor-in-possession credit facility (the “**Debtor-in-Possession Financing**”) in an aggregate principal amount of approximately \$59.5 million, consisting of (i) \$39.5 million in aggregate principal amount of new money term loans and (ii) \$20 million in aggregate principal amount of roll-up term loans representing the roll-up, on a dollar-for-dollar basis, of all of the outstanding principal of the loans under that certain Super Senior Secured Credit Agreement, dated May 9, 2019 (as amended, supplemented, amended and restated or otherwise modified from time to time), by and among the Company, as borrower, certain of the Company’s subsidiaries, as guarantors, the lenders from time to time party thereto (collectively, the “**Super Senior Lenders**”), and Wilmington Trust, National Association, as administrative agent and collateral agent for the Super Senior Lenders, which Debtor-in-Possession Financing is to be evidenced, subject to approval by the Bankruptcy Court, by that certain Superpriority Secured Debtor-in-Possession Credit and Guaranty Agreement (together with the Exhibits and Schedules annexed thereto, the “**DIP Credit Agreement**”), to be entered into by and among the Company, as borrower, certain subsidiaries of the Company, as guarantors, the lenders from time to time party thereto (collectively, the “**DIP Lenders**”), and Wilmington Trust, National Association, as administrative agent and collateral agent for the DIP Lenders (in such capacities, including any successor thereto, the “**DIP Agent**”), and which Debtor-in-Possession Financing is necessary and appropriate to the conduct, promotion and attainment of the business of the Company and its subsidiaries; and be it further

**RESOLVED**, that the form, terms, and provisions of (i) the DIP Credit Agreement, including the use of proceeds to provide liquidity for the Companies throughout the Chapter 11 Cases, substantially in the form presented to the Committee and (ii) any and all of the other agreements, including, without limitation, pledge agreement, security agreement, negative pledge agreement, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the Debtor-in-Possession Financing (together with the DIP Credit Agreement, collectively, the “**DIP Financing Documents**”), and the Company’s performance of its obligations thereunder, including the borrowings, the grant of a security interest and guarantees contemplated thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

**RESOLVED**, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Credit



Agreement and any other DIP Financing Documents, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as may be required by the DIP Agents or required by the DIP Credit Agreements and any other DIP Financing Documents; and be it further

**RESOLVED**, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any waivers, amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement and any other the DIP Financing Documents, in each case consistent with the terms and conditions thereof, which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable; and be it further

### **III. Retention of Advisors**

**RESOLVED**, that in connection with the Chapter 11 Cases, any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of the Company, which such Authorized Officer deems necessary, appropriate or advisable in connection with, or in furtherance of, the Chapter 11 Cases, with a view to the successful prosecution of the Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and be it further

**RESOLVED**, that the firm of PJT Partners LP, located at 280 Park Avenue, New York, NY 10017, is hereby retained as investment banker for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, NY 10153, is hereby retained as counsel for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of FTI Consulting, Inc., located at Three Times Square, 9th Floor, New York, NY 10036, is hereby retained as financial advisor for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of Prime Clerk LLC, located at 830 3rd Avenue, 9th Floor, New York, NY 10022, is hereby retained as claims, noticing, and solicitation agent and administrative advisor for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of PricewaterhouseCoopers LLP, located at 1075 Peachtree Street, Suite 2600, Atlanta, GA 30309, is hereby retained as tax consultants for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of Kelley Drye & Warren LLP, located at 101 Park Avenue, New York, New York 10178, is hereby retained as special tax, regulatory, litigation and corporate counsel to the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**IV. Approval of Actions of Subsidiaries**

**RESOLVED**, that in the judgment of the Committee, it is desirable and in the best interests of certain of the Company's direct and indirect subsidiaries for each such entities to take any and all action, including related to the DIP Financing Documents, Debtor-in-Possession Financing and filing in the Bankruptcy Court, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable such subsidiary take any and all actions necessary to carry out the DIP Financing Documents, Debtor-in-Possession Financing, and file petitions under the Bankruptcy Code in the Bankruptcy Court, including granting any director, officer, or other authorized representative as applicable according to local law, the authority to take action in support thereof; and be it further

**V. General**

**RESOLVED**, that any Authorized Officer is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, perform and approve any necessary public disclosures and filings related to, such documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities and certificates as may be required in connection with the RSA, Chapter 11 Cases, DIP Financing Documents and Debtor-in-Possession Financing, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper or desirable in connection therewith; and be it further

**RESOLVED**, that any actions taken by any Authorized Officer, for or on behalf of the Company, prior to the date hereof that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date hereof be, and they hereby are, authorized, adopted, approved, confirmed and ratified in all respects as the actions and deeds of the Company.

**FUSION CONNECT, INC.**  
**CERTIFICATE OF RESOLUTIONS**


The undersigned, Philip D. Turits, an Authorized Officer of the following (the "Company"):

1. Fusion Connect, Inc., a Delaware corporation;

Hereby certifies as follows:

1. I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies;
2. Attached hereto is a true, complete and correct copy of the Resolutions adopted by the Restructuring Committee, duly adopted in accordance with each Company's bylaws; and
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 2nd day of June 2019.

  
\_\_\_\_\_  
Philip D. Turits  
Corporate Secretary

**Fill in this information to identify the case:**

Debtor name: Fusion Connect, Inc.  
United States Bankruptcy Court for the Southern District of New York  
(State)  
Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

**A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.**

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	AT&T Corporation Attn.: April Mullins 722 N Broadway, 9th Floor Milwaukee, Wisconsin 53202	Attn.: April Mullins Phone: (414) 274-7110 Email: am1986@att.com	Telco				\$24,742,775.00
2	Abante Rooter and Plumbing et al. c/o Broderick & Paronich, P.C. Attn.: Matthew P. McCue 99 High Street, Suite 304 Boston, Massachusetts 02110	Attn.: Matthew P. McCue Phone: (617) 738-7080 Email: mmccue@massattorneys.net	Settlement				\$5,000,000.00
3	Verizon Communications Attn.: Curtis Baker 6929 North Lakewood Avenue Tulsa, Oklahoma 74117	Attn.: Curtis Baker Phone: (918) 590-9027 Email: Curtis.Baker@verizon.com	Telco				\$4,163,922.00
4	ZAYO Group LLC Attn.: Chad Lehman 414 West 14th Street, 2nd Floor New York, New York 10014	Attn.: Chad Lehman Phone: (412) 841-2539 Email: chad.lehman@zayo.com	Telco				\$3,090,335.00
5	XO Communications Attn.: Curtis Baker 6929 North Lakewood Avenue Tulsa, Oklahoma 74117	Attn.: Curtis Baker Phone: (918) 590-9027 Email: Curtis.Baker@verizon.com	Telco				\$2,375,266.00
6	Federal Communications Commission Attn.: Lisa Williford 445 12 Street SW, Room 4C-224 Washington, District of Columbia 20554	Attn.: Lisa Williford Phone: (202) 418-0930 Email: Lisa.Williford@fcc.gov	Settlement				\$2,310,000.00
7	Global Capacity Group, Inc. Attn.: Shane McDonald 265 Winter Street Waltham, Massachusetts 02451	Attn.: Shane McDonald Phone: +44 115 896 1799 Email: Shane.Mcdonald@gtt.net	Telco				\$1,606,001.00
8	Frontier Communications Corporation Attn.: Lynne Hladik 401 Merritt 7 Norwalk, Connecticut 06851	Attn.: Lynne Hladik Phone: (919) 941-6520 Email: lynne.hladik@ftr.com	Telco				\$1,436,315.00

Debtor Fusion Connect, Inc.  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Broadsoft, Inc. Attn.: Dave Mulhern 9737 Washingtonian Blvd., Suite 350 Gaithersburg, Maryland 20878	Attn.: Dave Mulhern Phone: (240) 364-5342 Email: dmulhern@cisco.com	Trade				\$1,374,120.00
10	CenturyLink, Inc. Attn.: Barry Horne 100 CenturyLink Dr. Monroe, Louisiana 71203	Attn.: Barry Horne Phone: (801) 238-0453 Email: Barry.Horne@CenturyLink.com	Telco				\$1,051,126.00
11	Level 3 Communications Attn.: Barry Horne 100 CenturyLink Drive Monroe, Louisiana 71203	Attn.: Barry Horne Phone: (801) 238-0453 Email: Barry.Horne@CenturyLink.com	Telco				\$834,568.00
12	Greenberg Traurig, LLP Attn.: Dennis J. Block MetLife Building 200 Park Avenue New York, New York 10166	Attn.: Dennis J. Block Phone: (212) 801-2222 Email: blockd@gtlaw.com	Professional Services				\$802,579.00
13	Windstream Communications Attn.: Laura Landry 4001 Rodney Parham Road Little Rock, Arkansas 72212	Attn.: Laura Landry Phone: (501) 748-3574 Email: laura.landry@windstream.com	Telco				\$768,763.00
14	Time Warner Cable Attn.: Janice Caldwell 7815 Crescent Executive Drive Suite 200 Charlotte, North Carolina 28217	Attn.: Janice Caldwell Phone: (704) 945-8312 Email: janice.caldwell@charter.com	Telco				\$587,649.00
15	Jones Day Attn.: William B. Rowland 1420 Peachtree Street, Suite 800 Atlanta, Georgia 30309	Attn.: William B. Rowland Phone: (404) 521-3939 Email: troach@JonesDay.com	Professional Services				\$556,231.00
16	Universal Service Administrative Co. Attn.: Chang-Hua Chen Customer Operations/Gen. Inquires 700 12th Street NW, Suite 900 Washington, District of Columbia 20005	Attn.: Chang-Hua Chen Phone: (202) 772-5221 Email: cchen@usac.org	Regulatory Agency				\$531,389.00
17	Infinitt Technology Solutions Attn.: Tom Cusumano 7037 Fly Road East Syracuse, New York 13057	Attn.: Tom Cusumano Phone: (877) 825-8340 Ext. 4223 Email: cusumanot@infinitt-tech.com	Trade				\$496,922.00
18	SoftwareONE Inc. Attn.: Katrina Strong 20875 Crossroads Circle, Suite 1 Waukesha, Wisconsin 53186	Attn.: Katrina Strong Phone: (262) 439-7819 Email: katrina.strong@softwareone.com	Trade				\$484,649.00
19	Symantec Corporation Attn.: Mayur Doshi 350 Ellis Street Mountain View, California 94043	Attn.: Mayur Doshi Phone: (541) 335-7443 Email: mayur_doshi@symantec.com	Telco				\$426,959.00
20	Dell, Inc. Attn.: David Halley Jr. 1 Dell Way Round Rock, Texas 78682	Attn.: David Halley Jr. Phone: (512) 728-6298 Email: david_halley@dell.com	Trade				\$401,275.00

Debtor Fusion Connect, Inc.  
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if partially secured	Unsecured claim
						Deduction for value of collateral or setoff	
21	Salesforce.com Inc. Attn.: Aman Alagh 415 Mission Street, 3rd Floor San Francisco, California 94105	Attn.: Aman Alagh Phone: (347) 735-0551 Email: aalagh@salesforce.com	Trade				\$393,803.00
22	Equinix Inc. Attn.: James Westbrook 1950 N Stemmons Freeway Dallas, Texas 75207	Attn.: James Westbrook Phone: (214) 743-8933 Email: jwestbrook@equinix.com	Telco				\$366,070.00
23	GTT Communications, Inc. Attn.: Shane McDonald 3379 Peachtree Rd NE, #925 Atlanta, Georgia 30326	Attn.: Shane McDonald Phone: +44 115 896 1799 Email: Shane.Mcdonald@gtt.net	Telco				\$356,505.00
24	Microsoft Corporation Attn.: Lucky Lidhar 8000 Avalon Boulevard, Suite 800 Alpharetta, Georgia 30009	Attn.: Lucky Lidhar Phone: (770) 862-9015 Email: Lucky.Lidhar@microsoft.com	Trade				\$344,148.00
25	Metaswitch Networks Ltd. Attn.: Patrick Hally 399 Main Street Los Altos, California 94022	Attn.: Patrick Hally Phone: (703) 480-0509 Email: Patrick.Hally@metaswitch.com	Trade				\$304,803.00
26	Persistent Systems Inc. Attn.: Shekhar V. Patankar 2055 Laurelwood Road, Suite 210 Santa Clara, California 95054	Attn.: Shekhar V. Patankar Phone: 91-712-6761583 Email: shekhar_patankar@persistent.com	Trade				\$280,690.00
27	Comcast Corporation Attn.: Samuel Scott Comcast Center 1701 JFK Blvd. Philadelphia, Pennsylvania 19103	Attn.: Samuel Scott Phone: (855) 871-4366 Email: Samuel_Scott2@comcast.com	Telco				\$269,383.00
28	TelePacific Attn.: Gina Alarid 515 S Flower Street, 4th Floor Los Angeles, California 90071	Attn.: Gina Alarid Phone: (303) 268-5422 Email: galarid@tpx.com	Telco				\$258,549.00
29	Veristor Systems, Inc. Attn.: Laurie Montemurro 4850 River Green Parkway Duluth, Georgia 30096	Attn.: Laurie Montemurro Phone: (678) 990-1593 Email: montemurro@veristor.com	Trade				\$249,985.00
30	ScanSource Communications Inc. Attn.: Seth Drugatz 250 Scientific Drive NW Norcross, Georgia 30092	Attn.: Seth Drugatz Phone: (864) 286-4736 Email: seth.drugatz@scansource.com	Trade				\$244,336.00
31	Inseego North America LLC Attn.: Heidi Siebenlist 180 West 8th Avenue, Suite 300 Eugene, Oregon 97401	Attn.: Heidi Siebenlist Phone: (858) 812-3425 Email: heidi.siebenlist@inseego.com	Trade				\$243,023.00
32	Park Place Technologies LLC Attn.: Evan Gormley 5910 Landerbrook Drive Cleveland, Ohio 44124	Attn.: Evan Gormley Phone: (440) 683-9457 Email: egormley@parkplacetechnology.com	Trade				\$240,999.00

Debtor Fusion Connect, Inc.  
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33	CounterPath Corporation Attn.: Todd Carothers Suite 300, One Bentall Center 505 Burrard Street, Box 95 Vancouver, British Columbia V7X 1M3 Canada	Attn.: Todd Carothers Phone: (312) 873-6102 Email: tcarothers@counterpath.com	Trade				\$222,832.00
34	Safari Micro Inc. Attn.: Todd Erickson 2185 W Pecos Road, #9 Chandler, Arizona 85224	Attn.: Todd Erickson Phone: (888) 446-4770 Ext. 1028 Email: todd@safarimicro.com	Trade				\$220,758.00
35	NETXUSA Inc. Attn.: Crystal Adamson 231 Beverly Road Greenville, South Carolina 29609	Attn.: Crystal Adamson Phone: (864) 271-9868 Email: crystal.adamson@ingrammicro.com	Trade				\$214,009.00
36	Quest Technology Management Attn.: Justin Trammell 5 Polaris Way Aliso Viejo, California 92656	Attn.: Justin Trammell Phone: (925) 286-3467 Email: Justin_Trammell@questsys.com	Trade				\$213,861.00
37	Object Frontier Inc. Attn.: Sunil Thatta 3025 Windward Plaza, Suite 525 Alpharetta, Georgia 30005	Attn.: Sunil Thatta Phone: (770) 685-3400 Email: sunil.thatta@objectfrontier.com	Trade				\$208,200.00
38	FPL Fibernet LLC Attn.: Thomas Barents 80 Central Street Boxborough, Massachusetts 01719	Attn.: Thomas Barents Phone: (508) 621-1913 Email: Thomas.Barents@crowncastle.com	Telco				\$203,684.00
39	Empirix Inc. Attn.: Allen K. Anderson 3355 Lenox Road NE Atlanta, Georgia 30326	Attn.: Allen K. Anderson Phone: (704) 620-2120 Email: aanderson@empirix.com	Trade				\$192,673.00
40	Sonian, Inc. Attn.: Sarah Federici 3175 S. Winchester Boulevard Campbell, California 95008	Attn.: Sarah Federici Phone: (408) 342-5506 Email: sfederici@barracuda.com	Telco				\$191,206.00

**Fill in this information to identify the case:**

Debtor name: Fusion Connect, Inc.  
United States Bankruptcy Court for the Southern District of New York  
(State)  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 3, 2019  
MM / DD / YYYY

X /s/ Keith Soldan  
Signature of individual signing on behalf of debtor  
Keith Soldan  
Printed name  
Chief Financial Officer and Principal Accounting Officer  
Position or relationship to debtor



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>FUSION CONNECT, INC., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11**  
**Case No. 19-[\_\_\_\_] (\_\_\_\_)**  
**(Joint Administration Pending)**

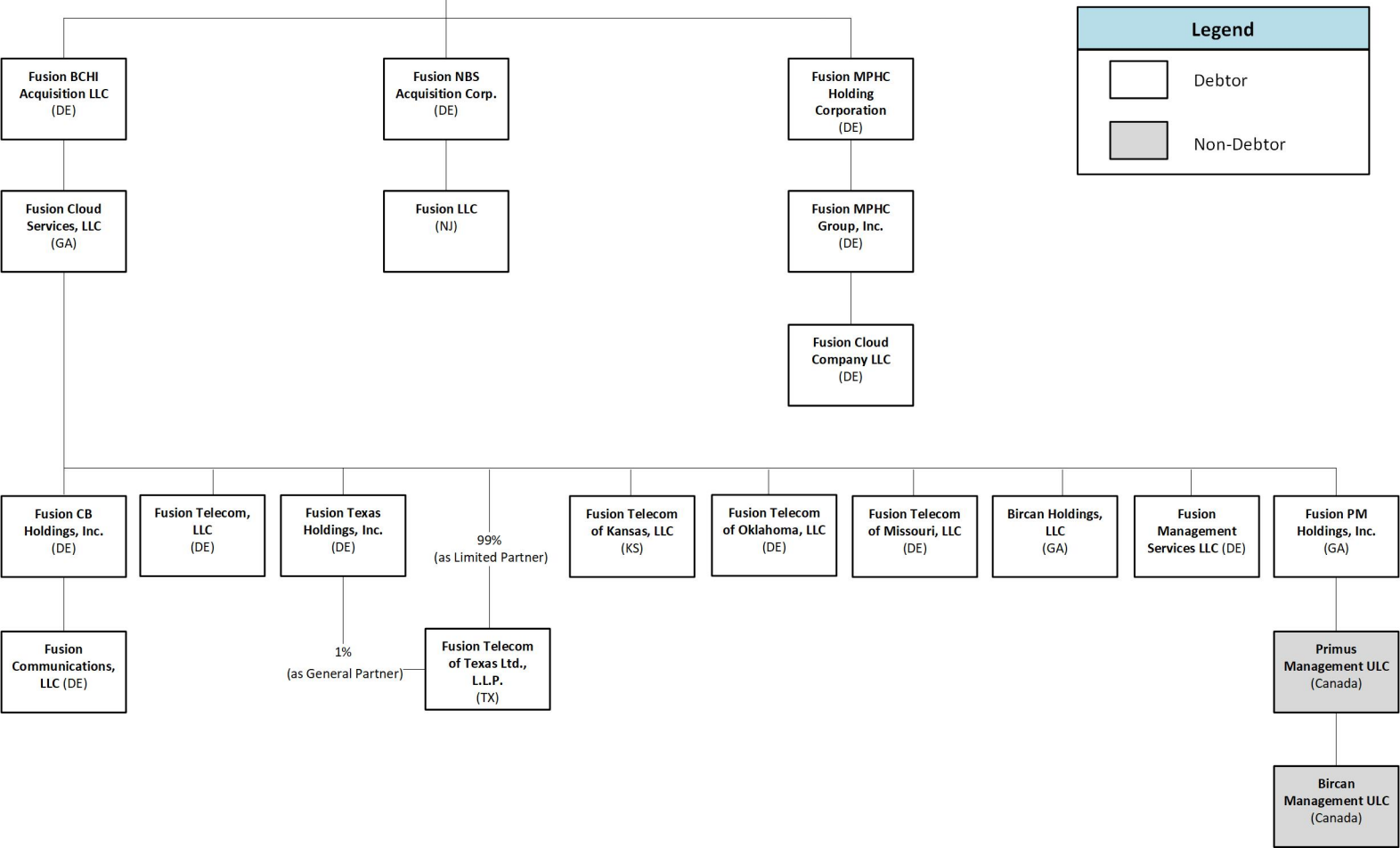
**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT  
TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1,  
attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in  
Fusion Connect, Inc. (“**Fusion Parent**”) and its above-captioned debtor affiliates (the “**Non-  
Parent Debtors**”), as proposed debtors and debtors in possession (collectively, the “**Debtors**”).  
The Debtors respectfully represent as follows:

1. Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
2. Fusion Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns 100% equity interests in each of the Non-Parent Debtors.
3. Fusion Parent’s equity securities are publicly held. BCHI Holdings, LLC owns approximately 60.7% of the common stock in Fusion Parent. Holcombe T. Green, Jr. owns all of the outstanding (15,000) shares of Series D Preferred stock, which do not have voting power. To the best of the Debtors’ knowledge and belief, no other person or entity directly owns 10% or more of Fusion Connect, Inc.’s common or preferred stock.

**Exhibit A**

**Organizational Chart**



**Fill in this information to identify the case:**

Debtor name: Fusion Connect, Inc.  
United States Bankruptcy Court for the Southern District of New York  
(State)  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 3, 2019  
MM / DD /YYYY

X /s/ Keith Soldan  
Signature of individual signing on behalf of debtor  
Keith Soldan  
Printed name  
Chief Financial Officer and Principal Accounting Officer  
Position or relationship to debtor